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March 27, 2007

VIA DHL EXPRESS

Heather Gillette
YouTube, Inc.
71 East Third Avenue, 2nd Floor
San Mateo, California 94401

Re: *YouTube, Inc. -w- Cherry Lane Music Publishing Company, Inc.*

Dear Heather:

Cherry Lane Music Publishing Company, Inc. -- on behalf of itself and on behalf of its numerous administration and/or co-publishing partners -- owns, administers and/or controls certain musical compositions which currently appear on your website. Schedule A as attached hereto features some of the URLs which incorporate some of our compositions.

Cherry Lane has a good faith belief that such uses have not been authorized by Cherry Lane, its agents or the law.

In accordance with the provisions of the Digital Millennium Copyright Act, please expeditiously remove or disable access to those compositions set forth on Schedule A. To the best of my knowledge, Cherry Lane is authorized to act on behalf of itself and on behalf of its numerous administration and/or co-publishing partners in making this letter. The foregoing statement is made under the penalty of perjury.

To be clear, Cherry Lane is far more interested in implementing a mutually beneficial licensing scheme to allow your users a rich online experience, and securing and properly allocating revenue derived therefrom. However, until we can agree upon such strategic alliance, Cherry Lane must formally demand that you immediately cease and desist from the use of our compositions.

Please be advised that nothing contained in this letter is intended or shall be construed as a waiver of any rights, claims or remedies which Cherry Lane may assert in the future in connection with this matter or any other matter. All such rights, claims and remedies are hereby expressly reserved.

Sincerely,

Keith C. Hauprich

SCHEDULE A

<http://www.youtube.com/watch?v=Epi5AXY6jiY>
<http://www.youtube.com/watch?v=D-lI0rGqvZ0>
<http://www.youtube.com/watch?v=JgemDTI4oGo>
<http://www.youtube.com/watch?v=VJbkmRhNaFQ>
<http://www.youtube.com/watch?v=IUE.Pb5ZOG5g>
<http://www.youtube.com/watch?v=IGckRFpM1K0>
<http://www.youtube.com/watch?v=0a8VdaqcyRk>
<http://www.youtube.com/watch?v=J5znK8lofpg>
http://www.youtube.com/watch?v=ID0uml_vDdc
<http://www.youtube.com/watch?v=eiyPxFoI9Tg>
<http://www.youtube.com/watch?v=MYzTZQFnB9k>
<http://www.youtube.com/watch?v=S40K1VnBOzA>
<http://www.youtube.com/watch?v=ZQOeSWnz1g>
<http://www.youtube.com/watch?v=AOdHRle6oCk>
http://www.youtube.com/watch?v=na_z2nIApi8
<http://www.youtube.com/watch?v=Xu29xHPVhoI>
<http://www.youtube.com/watch?v=NO3pvpUJlq>
<http://www.youtube.com/watch?v=EaJ-JQIMaTY>
<http://www.youtube.com/watch?v=dG1OKct2ixw>
<http://www.youtube.com/watch?v=EQBMV2nvdP4>
<http://www.youtube.com/watch?v=QADtX0Zrhl>
<http://www.youtube.com/watch?v=IXqvIVV2WR4>
<http://www.youtube.com/watch?v=rF80xSVIRME>
<http://www.youtube.com/watch?v=4Wy55GdVREU>
<http://www.youtube.com/watch?v=O7sqS8jrM1E>
<http://www.youtube.com/watch?v=N63NcrKNEdM>
<http://www.youtube.com/watch?v=e0nF965jCw0>
<http://www.youtube.com/watch?v=BEKC1xVce74>
<http://www.youtube.com/watch?v=Z-fOphNM5g8>
<http://www.youtube.com/watch?v=K9VUQkaJGeQ>
<http://www.youtube.com/watch?v=y40-QYaNXeg>
http://www.youtube.com/watch?v=lcN7c8L_zfw
http://www.youtube.com/watch?v=HnyhutL8p_E
<http://www.youtube.com/watch?v=PTnuFi7sZhk>
<http://www.youtube.com/watch?v=yK7ITA-jXbY>
<http://www.youtube.com/watch?v=XW51tMOQFY>
<http://www.youtube.com/watch?v=VCIBnLDh2ec>
<http://www.youtube.com/watch?v=h0vnbPkQJZE>
<http://www.youtube.com/watch?v=jFhZ5UH5d7M>
<http://www.youtube.com/watch?v=ErjFzG0tdKE>
<http://www.youtube.com/watch?v=kDXkwoQeoUU>
<http://www.youtube.com/watch?v=F5PfHZERqXg>
<http://www.youtube.com/watch?v=O8GVqC19RrQ>
<http://www.youtube.com/watch?v=yJSOmSX9aBs>
<http://www.youtube.com/watch?v=LxlfwL769Lg>
<http://www.youtube.com/watch?v=gZ3zPA4z6Qc>
<http://www.youtube.com/watch?v=LB7F0rWyKyM>
<http://www.youtube.com/watch?v=Az7IFeV4F4c>
http://www.youtube.com/watch?v=EhjC_EX1uzQ
http://www.youtube.com/watch?v=fFO5cpA1_Q8
<http://www.youtube.com/watch?v=jaAIWfVc-yA>
<http://www.youtube.com/watch?v=lnik2Ah4T9o>

<http://www.youtube.com/watch?v=XiSftg3K3Mc>
<http://www.youtube.com/watch?v=Zp2ywB8EBqo>
<http://www.youtube.com/watch?v=AwDDV7X3SmU>
<http://www.youtube.com/watch?v=fEM6ueBrmug>
<http://www.youtube.com/watch?v=qa-E3Bp93dg>
<http://www.youtube.com/watch?v=sl5WQ3CTBmI>
<http://www.youtube.com/watch?v=9ff67xxlLYU>
<http://www.youtube.com/watch?v=pATF6BKmi3s>
<http://www.youtube.com/watch?v=ROehKS6GBMc>
<http://www.youtube.com/watch?v=WwK19WUr5Ew>
<http://www.youtube.com/watch?v=a2VijeYHbRU>
<http://www.youtube.com/watch?v=WFSrRepdPw>
<http://www.youtube.com/watch?v=05ZR8OZFk1c>
http://www.youtube.com/watch?v=JtMs_5fb2dA
<http://www.youtube.com/watch?v=W5tEahPIDxI>
http://www.youtube.com/watch?v=4y5c_HAdI1c